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Counsel to the Debtors and Debt-  
ors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - -	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	Case No. 08-35653 (KRH)
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	x	

**STIPULATION, AGREEMENT AND ORDER BY AND AMONG THE DEBTORS  
AND ORANGEFAIR MARKETPLACE LLC**

This stipulation and agreement (the "Stipula-  
tion") is made this 9th day of March, 2009 by and be-  
tween the debtors and debtors in possession in the  
above-captioned cases (collectively, "Circuit City" or

the "Debtors")<sup>1</sup> and Orangefair Marketplace LLC (the "Landlord"). The Debtors and the Landlord are referred to herein as the "Parties".

WHEREAS, on November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions for chapter 11 relief with the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court").

WHEREAS, pursuant to sections 1107 and 1108 of title 11 of the United States Code (the "Bankruptcy Code"), the Debtors are continuing to manage and operate their businesses as debtors in possession.

WHEREAS, on January 16, 2009, the Court authorized the Debtors, among other things, to conduct going-out-of-business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Agreement") between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced GOB Sales pursuant to the Agency Agreement at the Debtors' remaining stores.

WHEREAS, on February 19, 2009, the Court approved certain procedures for the sale or rejection of the Debtors' real property leases for the Closing Locations (D.I. 2242, the "Lease Procedures Order"). The Lease Procedures Order authorizes the Debtors solicit bids and conduct auctions with respect to the Debtors' real property leases.

WHEREAS, on February 27, 2009, the Court entered approved an amendment to the Lease Procedures Order (D.I. 2346, the "Supplemental Order"), whereby the bid deadline (the "Bid Deadline") was amended to March 3, 2009 at 4:00 p.m. (ET). Pursuant to the Supplemental Order, the Debtors were authorized, in their sole discretion, to extend the Bid Deadline for any bidder.

WHEREAS, Landlord has requested that the Debtors extend the Bid Deadline for any and all bidders.

NOW, THEREFORE, intending to be legally bound hereby, upon order of the Bankruptcy Court as contem-

plated hereby (the "Order"), the Parties hereto stipulate as follows:

1. The Bid Deadline is extended for the lease associated the real property located at 123 Orangefair Mall, Fullerton, CA 92832 (the "Lease") until March 30, 2009 at 4:00 p.m. (Eastern).

2. Landlord agrees to forever waive, release, and discharge the Debtors and their estates of and from any and all claims, including (without limitation) claims arising under Bankruptcy Code sections 365, 503, and 507 and in any way arising from, arising under, or related to the Lease, for the period beginning on March 10, 2009 through and including March 31, 2009.

3. Upon entry of the Order by the Bankruptcy Court, this Stipulation shall be binding upon and shall inure to the benefit of each of the Parties and each of their respective successors and assigns.

4. The Bankruptcy Court shall retain exclusive jurisdiction to hear and determine all matters relating to or arising from this Stipulation.

5. This Stipulation contains the entire agreement and understanding between the Parties with respect to the subject matter hereof, and supersedes and

replaces all prior negotiations or proposed agreements,  
written or oral.

6. This Stipulation may be executed in counterparts, each of which shall be deemed to be an original, but all of which, together will constitute one and the same agreement. This Stipulation may be executed by facsimile signature which shall have the same force and effect as an original signature.

IN WITNESS WHEREOF, the Parties have set their  
hands in agreement as of the date written above.

**CIRCUIT CITY STORES, INC.**

By:

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**ORANGEFAIR MARKETPLACE, LLC**

By:

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/s/ Kevin A. Lake

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Counsel to Orangefair Marketplace, LLC

**ORDER**

Upon consideration of the foregoing, it is  
hereby:

ORDERED, that the Stipulation is hereby approved in its entirety; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Stipulation and Order.

Dated: Richmond, Virginia  
March \_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE



WE ASK FOR THIS:

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Counsel to the Debtors and  
Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I  
hereby certify that the foregoing proposed order has  
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley